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Attorneys for Chapter 11 Debtors and Debtors in Possession

**FILED & ENTERED**

**JUL 20 2022**

CLERK U.S. BANKRUPTCY COURT  
Central District of California  
BY bolte DEPUTY CLERK

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited  
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:  
8:22-bk-10949-SC

Chapter 11 Cases

**ORDER GRANTING DEBTORS' MOTION  
FOR ENTRY OF ORDER MODIFYING  
BIDDING PROCEDURES PREVIOUSLY  
APPROVED BY THE COURT FOR FREE AND  
CLEAR SALE OF ASSETS AND GRANTING  
RELATED RELIEF**

**Date: July 20, 2022**

**Time: 10:00 a.m.**

**Place: \*Via ZoomGov**

Courtroom 5C  
411 West Fourth Street  
Santa Ana, CA 92701

1 A hearing was held at the above-referenced date and time for the Court to consider  
2 approval of the motion (the “Motion”) [Doc 158] filed by TRX Holdco, LLC and Fitness  
3 Anywhere LLC, dba TRX and TRX Training (together, the “Debtors”), the debtors and debtors-  
4 in-possession in the above-captioned chapter 11 bankruptcy cases<sup>1</sup>, seeking the entry of an order  
5 modifying the Debtors’ bidding procedures previously approved by the Court:  
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7 Appearances were made at the hearing on the Motion as set forth on the record of the  
8 Court.

9 The Court, having considered the Motion, the *Amendment To Debtors’ Motion For*  
10 *Entry Of Order Modifying Bidding Procedures Previously Approved By The Court For Free*  
11 *And Clear Sale Of Assets And Granting Related Relief* (the “Amendment”) [Doc 179], the  
12 Debtors’ proposed Amended Bidding Procedures attached as Exhibit 1 to the Amendment and  
13 all of the pleadings filed by the Debtors in support of the Motion, the statements, arguments and  
14 representations of counsel for the Debtors made at the hearing on the Motion, any responses or  
15 objections filed to the Motion and any replies filed by the Debtors, the statements, arguments  
16 and representations of all other parties who appeared at the hearing on the Motion, and good  
17 cause appearing,  
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19  
20 HEREBY ORDERS AS FOLLOWS:

21 1. The version of the Amended Bidding Procedures filed with the Court as Doc 181  
22 (without exhibits) is approved and amends and supersedes in its entirety the bidding procedures  
23 previously approved by the Court.

24 2. July 27, 2022 at 5 p.m. (prevailing Pacific time) is the deadline (the “Initial  
25 Indication of Interest Deadline”) for all parties who wish to be eligible to participate in the  
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27  
28 <sup>1</sup> The Court previously entered an order approving the joint administration of these chapter 11 bankruptcy cases.

Auction to provide a non-binding written expression of interest in which the prospective bidder identifies (1) which of the Debtors' assets the prospective bidder is interested in acquiring; (2) a preliminary expected range of purchase price within a \$3 million range (which will be kept completely confidential as set forth in the Amended Bidding Procedures); (3) the expected funding source, status and timing of approval of such funding source; (4) the expected business structure of the prospective buyer and the identities of all participants in the prospective bidder; (5) a specific description of remaining due diligence with outstanding questions and requests for information; (6) the identity of any retained counsel and/or financial advisor; and (7) what formal approvals (such as shareholder, board of director, etc.) are still needed for the prospective bidder to be able to submit a binding bid and consummate a sale transaction.

3. August 10, 2022 at 5 p.m. (prevailing Pacific time) is the deadline (the "Initial Bid Deadline") by when initial bids need to be submitted by parties who wish to participate in the Auction. In order to participate in the Auction, all prospective bidders must do all of the following:

- (i) Submit a redlined version of the template asset purchase agreement (the "Template APA") indicating all changes that are requested to be made to the Template APA, with the Template APA to include their proposed initial bid;
- (ii) Submit all documents to enable Kroll, after consultation with the Debtors, the Official Committee of Unsecured Creditors and Woodforest National Bank, to determine whether the proposed bidder is financially qualified to participate in the Auction; and
- (iii) Submit a deposit in the amount of \$2 million, which deposit would be deemed non-refundable if the bidder is deemed to be the winning bidder at the Auction and then the Debtors' proposed free and clear sale of the Purchased Assets to the

bidder is approved by the Bankruptcy Court. Bidders will have the right to withdraw their bid at any time up until Noon (prevailing Pacific time) on August 16, 2022, in which case they will receive a return of their deposit and no longer be eligible to participate in the Auction.

4. The Debtors may modify the Amended Bidding Procedures at any time prior to the Auction with no further approval of this Court if both Woodforest National Bank and the Official Committee of Unsecured Creditors consent to such changes to the Amended Bidding Procedures.

5. The procedures previously approved by the Court relating to the Debtors' assumption and assignment of executory contracts and unexpired leases remain unaffected, and the Debtors' form of notice to be provided to all counterparties to executory contracts and unexpired leases previously approved by the Court is approved to be used by the Debtors in connection with the Amended Bidding Procedures.

6. The Debtors' form of notice to be sent to all creditors, equity holders, proposed buyers and other parties in interest in the form previously approved by the Court is approved to be used by the Debtors in connection with the Amended Bidding Procedures.


7. The Debtors' proposed form of Template APA previously approved by the Court is approved to be used by the Debtors in connection with the Amended Bidding Procedures.

8. The Auction shall be held on August 17, 2022 at 10 a.m. (prevailing Pacific time), at the offices of Levene, Neale, Bender, Yoo & Golubchik L.L.P., located at 2818 La Cienega Avenue, Los Angeles, CA, with Qualified Bidders having the option to participate in person or via zoom, and the Auction procedures proposed by the Debtors in the Amended Bidding Procedures are approved.

1           9.       The hearing for the Court to consider approval of the Debtors' proposed sale of  
2 the Purchased Assets to the Winning Bidder at the Auction (and to approve the Winning Back-  
3 Up Bidder) will be held on August 18, 2022, at 10:00 a.m. (prevailing Pacific time) (the "Sale  
4 Hearing"). The Debtors shall file their proposed asset sale motion, notice of sale hearing and  
5 notice of assumption and assignment of executory contracts and unexpired leases, and related  
6 pleadings (collectively, the "Sale Motion") with the Court by no later than twenty-one days prior  
7 to the Sale Hearing. Any objections to the Sale Motion must be filed with the Court by no later  
8 than fourteen days prior to the Sale Hearing. Any reply pleadings to any objections filed to the  
9 Sale Motion must be filed with the Court by no later than seven days prior to the Sale Hearing.  
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24       Date: July 20, 2022

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Scott C. Clarkson  
United States Bankruptcy Judge